

Form **990-PF****Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation ONCE UPON A TIME FOUNDATION		A Employer identification number 75-2765224
Number and street (or P.O. box number if mail is not delivered to street address) 301 COMMERCE STREET	Room/suite 3200	B Telephone number 817-332-5572
City or town, state or province, country, and ZIP or foreign postal code FORT WORTH, TX 76102		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 189,454,357.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments	66,871.	66,871.		STATEMENT 1
3 Dividends and interest from securities	1,242.	1,242.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	4,610,237.			
b Gross sales price for all assets on line 6a	7,894,080.			
7 Capital gain net income (from Part IV, line 2)		4,610,237.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	454,917.	6,456,965.		STATEMENT 3
12 Total. Add lines 1 through 11	5,133,267.	11,135,315.		
13 Compensation of officers, directors, trustees, etc	39,720.	0.		39,720.
14 Other employee salaries and wages	229,265.	0.		0.
15 Pension plans, employee benefits				
16a Legal fees STMT 4	71,131.	0.		0.
b Accounting fees STMT 5	6,695.	0.		0.
c Other professional fees STMT 6	196,412.	73,088.		67,772.
17 Interest	433,532.	0.		0.
18 Taxes STMT 7	128,804.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	214,596.	0.		97,014.
22 Printing and publications				
23 Other expenses STMT 8	107,751.	129.		22,287.
24 Total operating and administrative expenses. Add lines 13 through 23	1,427,906.	73,217.		226,793.
25 Contributions, gifts, grants paid	8,366,371.			8,365,173.
26 Total expenses and disbursements. Add lines 24 and 25	9,794,277.	73,217.		8,591,966.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-4,661,010.			
b Net investment income (if negative, enter -0-)		11,062,098.		
c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		346,461.	193,324.	193,324.	
	2	Savings and temporary cash investments		2,179,149.	3,603,435.	3,603,435.	
	3	Accounts receivable					
		Less: allowance for doubtful accounts					
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock					
	c	Investments - corporate bonds					
	11	Investments - land, buildings, and equipment basis					
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 10	189,427,871.	185,657,598.	185,657,598.		
14	Land, buildings, and equipment basis						
	Less: accumulated depreciation						
15	Other assets (describe)						
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		191,953,481.	189,454,357.	189,454,357.		
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe) HSBC MARGIN LOAN		0.	17,500,000.		
23	Total liabilities (add lines 17 through 22)		0.	17,500,000.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds		106,563.	106,563.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds		191,846,918.	171,847,794.		
	30	Total net assets or fund balances		191,953,481.	171,954,357.		
	31	Total liabilities and net assets/fund balances		191,953,481.	189,454,357.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	191,953,481.
2	Enter amount from Part I, line 27a	2	-4,661,010.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	187,292,471.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 9	5	15,338,114.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	171,954,357.

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Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	7,894,080.	3,283,843.	4,610,237.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			4,610,237.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	4,610,237.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	4,668,477.	52,860,597.	.088317
2016	7,267,894.	35,642,863.	.203909
2015	3,284,562.	40,288,537.	.081526
2014	3,507,779.	40,982,180.	.085593
2013	2,627,786.	39,505,020.	.066518

2 Total of line 1, column (d)	2	.525863
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.105173
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	182,742,820.
5 Multiply line 4 by line 3	5	19,219,611.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	110,621.
7 Add lines 5 and 6	7	19,330,232.
8 Enter qualifying distributions from Part XII, line 4	8	8,591,966.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2018 estimated tax payments and 2017 overpayment credited to 2018

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2019 estimated tax ☐

0. Refunded ☐

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered. See instructions. ☐

TX

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions STATEMENT 11 STATEMENT 12	11 X	
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13 X	
14 The books are in care of ▶ PAT DUNNE Telephone no. ▶ 817-332-5572 Located at ▶ 301 COMMERCE STREET, SUITE 3200, FORT WORTH, TX ZIP+4 ▶ 76102		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A		
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions
Organizations relying on a current notice regarding disaster assistance, check here ☐**5b** ☐ Yes ☒ No**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **SEE STATEMENT 14**☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If "Yes" to 6b, file Form 8870.**6b** ☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b ☐ Yes ☒ No**8** Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, and foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		39,720.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CRISTINA DESMOND - 301 COMMERCE STREET, SUITE 3200, FORT WORTH, TX	PROGRAM DIRECTOR	60,417.	0.	0.
ZACH MARBACH - 301 COMMERCE STREET, SUITE 3200, FORT WORTH, TX 76102	ASSOCIATE PROGRAM DIRECTOR	50,444.	0.	0.

Total number of other employees paid over \$50,000

☐ 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
HSBC BANK USA 601 MONTGOMERY STREET, FRANCISCO, CA 94111	MANAGEMENT SERVICES	109,031.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	198,674,820.
b	Average of monthly cash balances	1b	4,350,886.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	203,025,706.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	17,500,000.
3	Subtract line 2 from line 1d	3	185,525,706.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,782,886.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	182,742,820.
6	Minimum investment return. Enter 5% of line 5	6	9,137,141.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	9,137,141.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	221,242.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	221,242.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,915,899.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,915,899.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,915,899.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	8,591,966.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	8,591,966.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,591,966.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				8,915,899.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	720,708.			
b From 2014	1,479,216.			
c From 2015	1,284,194.			
d From 2016	5,497,823.			
e From 2017	2,242,991.			
f Total of lines 3a through e	11,224,932.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 8,591,966.				
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				8,591,966.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	323,933.			323,933.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	10,900,999.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	396,775.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	10,504,224.			
10 Analysis of line 9:				
a Excess from 2014	1,479,216.			
b Excess from 2015	1,284,194.			
c Excess from 2016	5,497,823.			
d Excess from 2017	2,242,991.			
e Excess from 2018				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SALVATION ARMY 615 SLATERS LANE ALEXANDRIA, VA 22314	N/A	PC	GENERAL SUPPORT	1,000.
JUST FOOD 100 CROSBY ST NEW YORK, NY 10012	N/A	PC	GENERAL SUPPORT	1,000.
DUKE CENTER FOR JEWISH STUDIES 230 GRAY BUILDING, CAMPUS BOX 90964 DURHAM, NC 27708	N/A	PC	GENERAL SUPPORT	9,000.
TEXAS A&M UNIVERSITY FINANCIAL MANAGEMENT OPERATIONS 6000 TAMU COLLEGE STATION, TX 77843	N/A	PC	GENERAL SUPPORT	12,500.
ABILENE CHRISTIAN UNIVERSITY ACU BOX 29120 ABILENE, TX 79699	N/A	PC	GENERAL SUPPORT	24,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				8,366,371.
b Approved for future payment				
UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 75390	N/A	PC	GENERAL SUPPORT	1,666,668.
UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 75390	N/A	PC	GENERAL SUPPORT	125,000.
UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 75390	N/A	PC	GENERAL SUPPORT	250,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				7,185,586.

Form 990-PF (2018)

ONCE UPON A TIME FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	46,674 SHS IN JPM EGLE	P	VARIOUS	12/31/18
b	307,328 SHS IN JPM GNK	P	VARIOUS	12/31/18
c	183,905 SHS IN JPM SALT	P	VARIOUS	12/31/18
d	302 SHS IN CITADEL KENSINGTON	P	VARIOUS	12/31/18
e	173 SHS IN MILLENIU INTL FF SUB CL III SER 01A	P	VARIOUS	12/31/18
f	1,653 SHS IN CITADEL KENSINGTON	P	VARIOUS	12/31/18
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 261,102.		140,022.	121,080.
b 4,969,488.		1,490,541.	3,478,947.
c 1,415,063.		551,715.	863,348.
d 483,539.		408,720.	74,819.
e 374,232.		338,036.	36,196.
f 390,656.		354,809.	35,847.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			121,080.
b			3,478,947.
c			863,348.
d			74,819.
e			36,196.
f			35,847.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	4,610,237.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HARVARD UNIVERSITY 1033 MASSACHUSETTS AVENUE, 5TH FLOOR CAMBRIDGE, MA 02138	N/A	PC	GENERAL SUPPORT	17,000.
UNIVERSITY OF WISCONSIN-MADISON 154 RED GYM, 716 LANGDON ST. MADISON, WI 53706	N/A	PC	GENERAL SUPPORT	25,000.
UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 75390	N/A	PC	GENERAL SUPPORT	1,666,666.
SPECIAL OPERATIONS WARRIOR FOUNDATION 1137 MARBELLA PLAZA DRIVE TAMPA, FL 33619	N/A	PC	GENERAL SUPPORT	75,000.
CASANA 1501 REEDSDALE STREET, SUITE 202 PITTSBURGH, PA 15233	N/A	PC	GENERAL SUPPORT	4,902.
UNIVERSITY OF WISCONSIN-MADISON 154 RED GYM, 716 LANGDON ST. MADISON, WI 53706	N/A	PC	GENERAL SUPPORT	13,000.
PEPPERDINE UNIVERSITY 24255 PACIFIC COAST HIGHWAY #4 143 MALIBU, CA 90263	N/A	PC	GENERAL SUPPORT	18,500.
LA JOLLA COUNTRY DAY SCHOOL 9490 GENESEE AVE LA JOLLA, CA 92037	N/A	PC	GENERAL SUPPORT	25,000.
UNIVERSITY OF MIAMI 1120 NW 14TH ST SUITE 1455 MIAMI, FL 33136	N/A	PC	GENERAL SUPPORT	25,000.
WASHINGTON UNIVERSITY IN ST. LOUIS CAMPUS BOX 1060, ONE BROOKINGS DRIVE ST. LOUIS, MO 63130	N/A	PC	GENERAL SUPPORT	25,000.
Total from continuation sheets				8,318,871.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
JOHNS HOPKINS UNIVERSITY 5300 ALPHA COMMONS DRIVE, 4TH FLOOR BALTIMORE, MD 21224	N/A	PC	GENERAL SUPPORT	50,000.
ROGERS MEMORIAL HOSPITAL FOUNDATION 1860 EXECUTIVE DRIVE OCONOMOWOC, WI 53066	N/A	PC	GENERAL SUPPORT	25,000.
JOHNS HOPKINS UNIVERSITY 5300 ALPHA COMMONS DRIVE, 4TH FLOOR BALTIMORE, MD 21224	N/A	PC	GENERAL SUPPORT	25,000.
UNIVERSITY OF WASHINGTON 4300 ROOSEVELT WAY NE, SUITE 300 BOX 354966 SEATTLE, WA 98195	N/A	PC	GENERAL SUPPORT	25,000.
EDYTHE A. STRAND 1854 NW 195TH ST., #311 SHORELINE, WA 98177	CONSULTANT/CONTRACTOR	INDIVIDUAL	GENERAL SUPPORT	6,000.
ALZHEIMER'S ASSOCIATION 2630 W FWY STE 100 FORT WORTH, TX 76102	N/A	PC	GENERAL SUPPORT	3,100.
GILL CHILDREN'S SERVICES, INC. 555 HEMPHILL ST STE 200 FORT WORTH, TX 76104	N/A	PC	GENERAL SUPPORT	2,300.
THE PARENTING CENTER 2928 W 5TH ST FORT WORTH, TX 76107	N/A	PC	GENERAL SUPPORT	1,000.
UNION GOSPEL MISSION OF TARRANT COUNTY 1321 E LANCASTER AVE FORT WORTH, TX 76102	N/A	PC	GENERAL SUPPORT	600.
RECOVERY RESOURCE COUNCIL 2700 AIRPORT FWY FORT WORTH, TX 76111	N/A	PC	GENERAL SUPPORT	600.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CANCER CARE SERVICES 623 S HENDERSON ST FORT WORTH, TX 76104	N/A	PC	GENERAL SUPPORT	1,900.
UNIVERSITY OF WASHINGTON 4300 ROOSEVELT WAY NE, SUITE 300 BOX 354966 SEATTLE, WA 98195	N/A	PC	GENERAL SUPPORT	25,000.
FEINSTEIN INSTITUTE 350 COMMUNITY DR MANHASSET, NY 11030	N/A	PC	GENERAL SUPPORT	50,000.
UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 75390	N/A	PC	GENERAL SUPPORT	163,000.
ISLAND CONSERVATION 2100 DELAWARE AVE STE 1 SANTA CRUZ, CA 95060	N/A	PC	GENERAL SUPPORT	125,000.
ROCHESTER INSTITUTE OF TECHNOLOGY 1332 THOMAS GOSNELL HALL 85 LOMB MEMORIAL DRIVE ROCHESTER, NY 14623	N/A	PC	GENERAL SUPPORT	10,000.
ALEDO EDUCATION FOUNDATION 1008 BAILEY RANCH ROAD ALEDO, TX 76008	N/A	PC	GENERAL SUPPORT	3,000.
TULANE UNIVERSITY GIFT ACCOUNTING MANAGER, P.O. BOX 61075 NEW ORLEANS, LA 70161	N/A	PC	GENERAL SUPPORT	20,000.
UNIVERSITY OF ARIZONA 1131 E. 2ND STREET, P.O. BOX 210071 TUCSON, AZ 85721	N/A	PC	GENERAL SUPPORT	7,311.
UNIVERSITY OF PENNSYLVANIA 3535 MARKET ST., ROOM 650 PHILADELPHIA, PA 19104	N/A	PC	GENERAL SUPPORT	50,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNIVERSITY OF PITTSBURGH 3811 OHARA STREET PITTSBURGH, PA 15213	N/A	PC	GENERAL SUPPORT	25,000.
UNIVERSITY OF PENNSYLVANIA 3535 MARKET ST., ROOM 650 PHILADELPHIA, PA 19104	N/A	PC	GENERAL SUPPORT	50,000.
BAYLOR UNIVERSITY ONE BEAR PLACE #97041 WACO, TX 76798	N/A	PC	GENERAL SUPPORT	16,000.
RICE UNIVERSITY PO BOX 1892, MS 200 HOUSTON, TX 77005	N/A	PC	GENERAL SUPPORT	26,000.
TEXAS CHRISTIAN UNIVERSITY TEXAS CHRISTIAN UNIVERSITY, BOX 297022 FORT WORTH, TX 76129	N/A	PC	GENERAL SUPPORT	25,000.
TEXAS A&M UNIVERSITY FINANCIAL MANAGEMENT OPERATIONS, 6000 TAMU COLLEGE STATION, TX 77843	N/A	PC	GENERAL SUPPORT	12,500.
UNIVERSITY OF TEXAS AT AUSTIN 116 INNER CAMPUS DR., STOP G6300 AUSTIN, TX 78712	N/A	PC	GENERAL SUPPORT	25,000.
UNIVERSITY OF TEXAS AT AUSTIN 116 INNER CAMPUS DR., STOP G6300 AUSTIN, TX 78712	N/A	PC	GENERAL SUPPORT	25,000.
UNIVERSITY OF PITTSBURGH 3811 OHARA STREET PITTSBURGH, PA 15213	N/A	PC	GENERAL SUPPORT	25,000.
MCLEAN HOSPITAL 115 MILL ST BELMONT, MA 02478	N/A	PC	GENERAL SUPPORT	50,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNIVERSITY OF CALIFORNIA, IRVINE 674 ALDRICH HALL IRVINE, CA 92697	N/A	PC	GENERAL SUPPORT	16,000.
VANDERBILT UNIVERSITY 221 KIRKLAND HALL, 2201 WEST END AVENUE NASHVILLE, TN 37240	N/A	PC	GENERAL SUPPORT	48,000.
COLUMBIA UNIVERSITY 612 LEWISOHN HALL NEW YORK, NY 10027	N/A	PC	GENERAL SUPPORT	34,000.
FORT WORTH ZOO 1989 COLONIAL PKWY FORT WORTH, TX 76110	N/A	PC	GENERAL SUPPORT	2,750.
VAN CLIBURN FOUNDATION 1007 COMMERCE ST FORT WORTH, TX 76102	N/A	PC	GENERAL SUPPORT	1,500.
CANINE COMPANIONS FOR INDEPENDENCE 7710 LAS COLINAS RDG IRVING, TX 75063	N/A	PC	GENERAL SUPPORT	25,000.
FOSSIL RIM WILDLIFE CENTER 2299 COUNTY ROAD 2008 GLEN ROSE, TX 76043	N/A	PC	GENERAL SUPPORT	5,000.
FORT WORTH MUSEUM OF SCIENCE AND HISTORY 1600 GENDY ST FORT WORTH, TX 76107	N/A	PC	GENERAL SUPPORT	5,000.
UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 75390	N/A	PC	GENERAL SUPPORT	254,000.
UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 75390	N/A	PC	GENERAL SUPPORT	250,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TRINITY VALLEY SCHOOL 7500 DUTCH BRANCH RD FORT WORTH, TX 76132	N/A	PC	GENERAL SUPPORT	25,000.
FORT WORTH ACADEMY 7301 DUTCH BRANCH RD FORT WORTH, TX 76132	N/A	PC	GENERAL SUPPORT	55,168.
ISLAND CONSERVATION 2100 DELAWARE AVE STE 1 SANTA CRUZ, CA 95060	N/A	PC	GENERAL SUPPORT	200,000.
THE REGENTS OF THE UNIVERSITY OF MICHIGAN 610 EAST UNIVERSITY AVE. 1360B ANN ARBOR, MI 48109	N/A	PC	GENERAL SUPPORT	21,000.
HOUSTON ZOO 6200 HERMANN PARK DR HOUSTON, TX 77030	N/A	PC	GENERAL SUPPORT	25,000.
EDYTHE A. STRAND 1854 NW 195TH ST., #311 SHORELINE, WA 98177	CONSULTANT/CONTRACTOR	INDIVIDUAL	GENERAL SUPPORT	6,000.
UNIVERSITY OF TEXAS AT AUSTIN 116 INNER CAMPUS DR., STOP G6300 AUSTIN, TX 78712	N/A	PC	GENERAL SUPPORT	25,000.
FOSSIL RIM WILDLIFE CENTER 2299 COUNTY ROAD 2008 GLEN ROSE, TX 76043	N/A	PC	GENERAL SUPPORT	25,000.
EDYTHE A. STRAND 1854 NW 195TH ST., #3110 SHORELINE, WA 98177	CONSULTANT/CONTRACTOR	INDIVIDUAL	GENERAL SUPPORT	6,000.
SCHIEFELBUSCH SLH CLINIC 1200 SUNNYSIDE AVE LAWRENCE, KS 66045	N/A	PC	GENERAL SUPPORT	1,124.
Total from continuation sheets				

Part XV Supplementary Information**3- Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KU NSSLHA 2101 HAWORTH HALL, 1200 SUNNYSIDE AVE. LAWRENCE, KS 66045	N/A	PC	GENERAL SUPPORT	250.
NATIONAL MS SOCIETY 2105 LUNA RD STE 390 CARROLLTON, TX 75006	N/A	PC	GENERAL SUPPORT	3,000.
TREE OF LIFE USA 4024 ROCK QUARRY RD DALLAS, TX 75211	N/A	PC	GENERAL SUPPORT	3,000.
VANDERBILT UNIVERSITY 221 KIRKLAND HALL, 2201 WEST END AVENUE NASHVILLE, TN 37240	N/A	PC	GENERAL SUPPORT	250,000.
THE UNIVERSITY OF KANSAS 2101 HAWORTH HALL, 1200 SUNNYSIDE AVE. LAWRENCE, KS 66045	N/A	PC	GENERAL SUPPORT	1,165.
NASHVILLE ORGANIZED FOR ACTION AND HOPE 531 FAIRGROUND CT NASHVILLE, TN 37203	N/A	PC	GENERAL SUPPORT	500.
ALL SAINTS HEALTH FOUNDATION 2001 BRYAN ST STE 2400 DALLAS, TX 75201	N/A	PC	GENERAL SUPPORT	231,292.
FORT WORTH SYMPHONY ORCHESTRA 333 E 4TH ST STE 200 FORT WORTH, TX 76102	N/A	PC	GENERAL SUPPORT	2,500.
CARNEGIE ENDOWMENT FOR INTL PEACE 1779 MASSACHUSETTS AVE NW WASHINGTON, DC 20036	N/A	PC	GENERAL SUPPORT	150,000.
CHILD STUDY CENTER 1300 W LANCASTER AVE FORT WORTH, TX 76102	N/A	PC	GENERAL SUPPORT	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PERFORMING ARTS FORT WORTH, INC. 525 COMMERCE ST FORT WORTH, TX 76102	N/A	PC	GENERAL SUPPORT	34,000.
UNIVERSITY OF CALIFORNIA, IRVINE 674 ALDRICH HALL IRVINE, CA 92697	N/A	PC	GENERAL SUPPORT	11,500.
SOUTHWESTERN EXPOSITION AND LIVESTOCK SHO 3400 BURNETT TANDY DR FORT WORTH, TX 76107	N/A	PC	GENERAL SUPPORT	500.
RENEGADE SWISH LLC 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	N/A	PC	GENERAL SUPPORT	325.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PL MEMPHIS, TN 38105	N/A	PC	GENERAL SUPPORT	3,000.
RICE UNIVERSITY PO BOX 1892, MS 200 HOUSTON, TX 77005	N/A	PC	GENERAL SUPPORT	13,000.
REGENTS OF THE UNIVERSITY OF MICHIGAN 610 EAST UNIVERSITY AVE. 1360B ANN ARBOR, MI 48109	N/A	PC	GENERAL SUPPORT	21,000.
COLUMBIA UNIVERSITY 612 LEWISOHN HALL NEW YORK, NY 10027	N/A	PC	GENERAL SUPPORT	27,000.
VANDERBILT UNIVERSITY 221 KIRKLAND HALL, 2201 WEST END AVENUE NASHVILLE, TN 37240	N/A	PC	GENERAL SUPPORT	32,000.
UCLA FOUNDATION 10920 WILSHIRE BLVD, SUITE #1100 LOS ANGELES, CA 90095	N/A	PC	GENERAL SUPPORT	24,000.
Total from continuation sheets				

Part XV. Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
STANFORD UNIVERSITY 559 NATHAN ABBOTT WAY CROWN QUADRANGLE, 3RD FLOOR STANFORD, CA 94305	N/A	PC	GENERAL SUPPORT	48,000.
STANFORD UNIVERSITY 559 NATHAN ABBOTT WAY CROWN QUADRANGLE, 3RD FLOOR STANFORD, CA 94305	N/A	PC	GENERAL SUPPORT	25,000.
TEXAS CHRISTIAN UNIVERSITY TEXAS CHRISTIAN UNIVERSITY, BOX 297022 FORT WORTH, TX 76129	N/A	PC	GENERAL SUPPORT	35,000.
FORT WORTH ZOO 1989 COLONIAL PKWY FORT WORTH, TX 76110	N/A	PC	GENERAL SUPPORT	100,000.
MCLEAN HOSPITAL 115 MILL STREET BELMONT, MA 02478	N/A	PC	GENERAL SUPPORT	50,000.
FORT WORTH COUNTRY DAY 4200 COUNTRY DAY LANE FORT WORTH, TX 76109	N/A	PC	GENERAL SUPPORT	75,000.
ACH CHILD AND FAMILY SERVICES 3712 WICHITA STREET FORT WORTH, TX 76119	N/A	PC	GENERAL SUPPORT	2,429.
THE LEG UP PROGRAM 1212 E LANCASTER AVENUE, 3RD FLOOR FORT WORTH, TX 76102	N/A	PC	GENERAL SUPPORT	1,600.
PRESBYTERIAN NIGHT SHELTER 2400 CYPRESS STREET FORT WORTH, TX 76102	N/A	PC	GENERAL SUPPORT	3,000.
UNION GOSPEL MISSION OF TARRANT COUNTY 1321 E LANCASTER AVE FORT WORTH, TX 76102	N/A	PC	GENERAL SUPPORT	3,000.
Total from continuation sheets				

ONCE UPON A TIME FOUNDATION

75-2765224

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WINGS OF HOPE P.O. BOX 445 BURLESON, TX 76097	N/A	PC	GENERAL SUPPORT	1,173.
GILL CHILDREN'S SERVICES, INC. 555 HEMPHILL ST STE 200 FORT WORTH, TX 76104	N/A	PC	GENERAL SUPPORT	2,998.
UNIVERSITY OF PENNSYLVANIA 3535 MARKET ST., ROOM 650 PHILADELPHIA, PA 19104	N/A	PC	GENERAL SUPPORT	25,000.
UVA FUND GARRETT HALL, 235 MCCORMICK ROAD PO BOX 400893 CHARLOTTESVILLE, VA 22904	N/A	PC	GENERAL SUPPORT	50,000.
FORT WORTH ACADEMY 7301 DUTCH BRANCH RD FORT WORTH, TX 76132	N/A	PC	GENERAL SUPPORT	29,051.
NATIONAL COLLEGIATE CANCER FOUNDATION 4858 BATTERY LANE #216 BETHESDA, MD 20814	N/A	PC	GENERAL SUPPORT	3,000.
UCLA FOUNDATION 10920 WILSHIRE BLVD., SUITE #1100 LOS ANGELES, CA 90095	N/A	PC	GENERAL SUPPORT	22,000.
CHARITY WATER 40 WORTH STREET, SUITE 330 NEW YORK, NY 10013	N/A	PC	GENERAL SUPPORT	5,000.
DOCTORS WITHOUT BORDERS USA 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	N/A	PC	GENERAL SUPPORT	3,000.
CAMP IMPACT 2004 HEATHER WAY DR. ARLINGTON, TX 76102	N/A	PC	GENERAL SUPPORT	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INVISIBLE CHILDREN P. O. BOX 73295 WASHINGTON, DC 20056	N/A	PC	GENERAL SUPPORT	700.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PL MEMPHIS, TN 38105	N/A	PC	GENERAL SUPPORT	300.
MAKE-A-WISH FOUNDATION 6655 DESEO IRVING, TX 75039	N/A	PC	GENERAL SUPPORT	3,000.
JOHNS HOPKINS UNIVERSITY 5300 ALPHA COMMONS DRIVE, 4TH FLOOR BALTIMORE, MD 21224	N/A	PC	GENERAL SUPPORT	50,000.
UNIVERSITY OF PENNSYLVANIA 3535 MARKET ST., ROOM 650 PHILADELPHIA, PA 19104	N/A	PC	GENERAL SUPPORT	50,000.
NATIONAL D-DAY MEMORIAL FOUNDATION P.O. BOX 77 BEDFORD, VA 24523	N/A	PC	GENERAL SUPPORT	10,000.
UT-DALLAS - CALLIER CENTER 1966 INWOOD ROAD DALLAS, TX 75235	N/A	PC	GENERAL SUPPORT	10,000.
ACH CHILD AND FAMILY SERVICES 3712 WICHITA STREET FORT WORTH, TX 76119	N/A	PC	GENERAL SUPPORT	1,120.
CAMP FIRE FIRST TEXAS 2700 MEACHAM BLVD FORT WORTH, TX 76137	N/A	PC	GENERAL SUPPORT	861.
CENTER FOR TRANSFORMING LIVES 512 WEST 4TH STREET FORT WORTH, TX 76102	N/A	PC	GENERAL SUPPORT	1,571.
Total from continuation sheets				

Part XV Supplementary Information**3. Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CUISINE FOR HEALING 1450 8TH AVENUE FORT WORTH, TX 76104	N/A	PC	GENERAL SUPPORT	957.
THE LEG UP PROGRAM 1212 E LANCASTER AVENUE, 3RD FLOOR FORT WORTH, TX 76102	N/A	PC	GENERAL SUPPORT	2,907.
NICU HELPING HANDS FOUNDATION 301 COMMERCE ST., SUITE 3200 FORT WORTH, TX 76102	N/A	POF	GENERAL SUPPORT	1,198.
PROJECT 4031 708 MAY STREET FORT WORTH, TX 76104	N/A	PC	GENERAL SUPPORT	1,414.
TASTE PROJECT OF FORT WORTH 1200 S. MAIN STREET FORT WORTH, TX 76104	N/A	PC	GENERAL SUPPORT	1,226.
THE WELMAN PROJECT 2232 IRWIN STREET FORT WORTH, TX 76110	N/A	PC	GENERAL SUPPORT	2,246.
INDIANA HUMANITIES 1500 NORTH DELAWARE INDIANAPOLIS, IN 46202	N/A	PC	GENERAL SUPPORT	10,000.
UCLA FOUNDATION 10920 WILSHIRE BLVD., SUITE #1100 LOS ANGELES, CA 90095	N/A	PC	GENERAL SUPPORT	24,000.
UNIVERSITY OF WASHINGTON 4300 ROOSEVELT WAY NE, SUITE 300 BOX 354966 SEATTLE, WA 98195	N/A	PC	GENERAL SUPPORT	50,000.
TEXAS CHRISTIAN UNIVERSITY TEXAS CHRISTIAN UNIVERSITY, BOX 297022 FORT WORTH, TX 76129	N/A	PC	GENERAL SUPPORT	24,000.
Total from continuation sheets				

Part XV Supplementary Information**3- Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
STANFORD UNIVERSITY 559 NATHAN ABBOTT WAY CROWN QUADRANGLE, 3RD FLOOR STANFORD, CA 94305	N/A	PC	GENERAL SUPPORT	10,000.
ABILENE CHRISTIAN UNIVERSITY ACU BOX 29120 ABILENE, TX 79699	N/A	PC	GENERAL SUPPORT	10,000.
TULANE UNIVERSITY GIFT ACCOUNTING MANAGER, P.O. BOX 61075 NEW ORLEANS, LA 70161	N/A	PC	GENERAL SUPPORT	24,000.
TEXAS CHRISTIAN UNIVERSITY TEXAS CHRISTIAN UNIVERSITY, BOX 297022 FORT WORTH, TX 76129	N/A	PC	GENERAL SUPPORT	10,000.
VANDERBILT UNIVERSITY 221 KIRKLAND HALL, 2201 WEST END AVENUE NASHVILLE, TN 37240	N/A	PC	GENERAL SUPPORT	5,000.
TEXAS A&M UNIVERSITY FINANCIAL MANAGEMENT OPERATIONS 6000 TAMU COLLEGE STATION, TX 77843	N/A	PC	GENERAL SUPPORT	12,500.
TEXAS A&M UNIVERSITY FINANCIAL MANAGEMENT OPERATIONS 6000 TAMU COLLEGE STATION, TX 77843	N/A	PC	GENERAL SUPPORT	13,000.
TEXAS A&M UNIVERSITY FINANCIAL MANAGEMENT OPERATIONS 6000 TAMU COLLEGE STATION, TX 77843	N/A	PC	GENERAL SUPPORT	10,000.
UNIVERSITY OF WASHINGTON 4300 ROOSEVELT WAY NE, SUITE 300 BOX 354966 SEATTLE, WA 98195	N/A	PC	GENERAL SUPPORT	10,000.
UNIVERSITY OF TEXAS AT AUSTIN 116 INNER CAMPUS DR., STOP G6300 AUSTIN, TX 78712	N/A	PC	GENERAL SUPPORT	12,500.
Total from continuation sheets				

Part XV Supplementary Information**3- Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNIVERSITY OF TEXAS AT AUSTIN 116 INNER CAMPUS DR., STOP G6300 AUSTIN, TX 78712	N/A	PC	GENERAL SUPPORT	10,000.
UNIVERSITY OF TEXAS AT AUSTIN 116 INNER CAMPUS DR., STOP G6300 AUSTIN, TX 78712	N/A	PC	GENERAL SUPPORT	12,500.
BAYLOR UNIVERSITY ONE BEAR PLACE #97041 WACO, TX 76798	N/A	PC	GENERAL SUPPORT	13,000.
BAYLOR UNIVERSITY ONE BEAR PLACE #97041 WACO, TX 76798	N/A	PC	GENERAL SUPPORT	10,000.
UNIVERSITY OF PENNSYLVANIA 3535 MARKET ST., ROOM 650 PHILADELPHIA, PA 19104	N/A	PC	GENERAL SUPPORT	12,000.
UNIVERSITY OF PENNSYLVANIA 3535 MARKET ST., ROOM 650 PHILADELPHIA, PA 19104	N/A	PC	GENERAL SUPPORT	7,000.
UNIVERSITY OF PENNSYLVANIA 3535 MARKET ST., ROOM 650 PHILADELPHIA, PA 19104	N/A	PC	GENERAL SUPPORT	10,000.
UNIVERSITY OF WASHINGTON 4300 ROOSEVELT WAY NE, SUITE 300 BOX 354966 SEATTLE, WA 98195	N/A	PC	GENERAL SUPPORT	22,000.
TEXAS CHRISTIAN UNIVERSITY TEXAS CHRISTIAN UNIVERSITY, BOX 297022 FORT WORTH, TX 76129	N/A	PC	GENERAL SUPPORT	250,000.
ABILENE HOPE HAVEN 801 S TREADAWAY BLVD ABILENE, TX 79602	N/A	PC	GENERAL SUPPORT	25,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FOCUS HOPE 1200 OAKMAN BOULEVARD DETROIT, MI 48238	N/A	PC	GENERAL SUPPORT	25,000.
MALAWI CHILDREN'S VILLAGE 2105 OTTER ST ANCHORAGE, AK 99504	N/A	PC	GENERAL SUPPORT	25,000.
PUBLIC HOUSING ASSOCIATION OF RESIDENTS 1000 PRESTON AVE. SUITE A CHARLOTTESVILLE, VA 22903	N/A	PC	GENERAL SUPPORT	25,000.
SAVE OUR STREETS MINISTRIES PO BOX 2866 BRYAN, TX 77805	N/A	PC	GENERAL SUPPORT	25,000.
CASA OF TARRANT COUNTY 101 SUMMIT AVENUE, SUITE 505 FORT WORTH, TX 76102	N/A	PC	GENERAL SUPPORT	3,000.
PATH PO BOX 19210 SEATTLE, WA 98109	N/A	PC	GENERAL SUPPORT	3,000.
SKILLPOINT ALLIANCE 201 E. 2ND STREET, SUITE B AUSTIN, TX 78701	N/A	PC	GENERAL SUPPORT	25,000.
STANFORD UNIVERSITY 559 NATHAN ABBOTT WAY CROWN QUADRANGLE, 3RD FLOOR STANFORD, CA 94305	N/A	PC	GENERAL SUPPORT	11,000.
ALL SAINTS HEALTH FOUNDATION 2001 BRYAN ST STE 2400 DALLAS, TX 75201	N/A	PC	GENERAL SUPPORT	347,500.
TEXAS A&M UNIVERSITY FINANCIAL MANAGEMENT OPERATIONS 6000 TAMU COLLEGE STATION, TX 77843	N/A	PC	GENERAL SUPPORT	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BETH-EL CONGREGATION 4900 BRIARHAVEN ROAD FORT WORTH, TX 76109	N/A	PC	GENERAL SUPPORT	5,000.
AHAVATH SHALOM 4050 SOUTH HULEN STREET FORT WORTH, TX 76109	N/A	PC	GENERAL SUPPORT	5,000.
UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 75390	N/A	PC	GENERAL SUPPORT	83,334.
UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 75390	N/A	PC	GENERAL SUPPORT	125,000.
NEW YORK UNIVERSITY 105 EAST 17TH ST NEW YORK, NY 10003	N/A	PC	GENERAL SUPPORT	10,000.
VINTAGE FLYING MUSEUM P.O. BOX 820099 FORT WORTH, TX 76182	N/A	PC	GENERAL SUPPORT	2,000.
PERFORMING ARTS FORT WORTH, INC. 525 COMMERCE ST FORT WORTH, TX 76102	N/A	PC	GENERAL SUPPORT	5,000.
UNIVERSITY OF TEXAS AT AUSTIN 116 INNER CAMPUS DR., STOP G6300 AUSTIN, TX 78712	N/A	PC	GENERAL SUPPORT	7,500.
KERA 3000 HARRY HINES BLVD DALLAS, TX 75201	N/A	PC	GENERAL SUPPORT	5,000.
KERA 3000 HARRY HINES BLVD DALLAS, TX 75201	N/A	PC	GENERAL SUPPORT	25,000.
Total from continuation sheets				

Part XV Supplementary Information**3. Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MERCY CLINIC PO BOX 11557 FORT WORTH, TX 76110	N/A	PC	GENERAL SUPPORT	3,000.
CHILDRENS ADVOCACY CENTER OF PC 118 W. COLUMBIA WEATHERFORD, TX 76086	N/A	PC	GENERAL SUPPORT	25,000.
UNIVERSITY OF PENNSYLVANIA 3535 MARKET ST., ROOM 650 PHILADELPHIA, PA 19104	N/A	PC	GENERAL SUPPORT	25,000.
THE JEWISH FEDERATION OF FORT WORTH 4049 KINGSBRIDGE ROAD FORT WORTH, TX 76109	N/A	PC	GENERAL SUPPORT	1,000.
BOARD OF TRUSTEES OF STANFORD UNIVERSITY 559 NATHAN ABBOTT WAY CROWN QUADRANGLE, 3RD FLOOR STANFORD, CA 94305	N/A	PC	GENERAL SUPPORT	35,000.
UNIVERSITY OF KANSAS 1450 JAYHAWK BLVD LAWRENCE, KS 66045	N/A	PC	GENERAL SUPPORT	250.
TEXAS A&M UNIVERSITY FINANCIAL MANAGEMENT OPERATIONS 6000 TAMU COLLEGE STATION, TX 77843	N/A	PC	GENERAL SUPPORT	12,500.
VANDERBILT UNIVERSITY 221 KIRKLAND HALL, 2201 WEST END AVENUE NASHVILLE, TN 37240	N/A	PC	GENERAL SUPPORT	25,000.
TULANE UNIVERSITY GIFT ACCOUNTING MANAGER, P.O. BOX 61075 NEW ORLEANS, LA 70161	N/A	PC	GENERAL SUPPORT	48,000.
HARVARD UNIVERSITY 1033 MASSACHUSETTS AVENUE, 5TH FLOOR CAMBRIDGE, MA 02138	N/A	PC	GENERAL SUPPORT	50,000.
Total from continuation sheets				

Part XV Supplementary Information**3- Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EDYTHE A. STRAND 1854 NW 195TH ST., #311 SHORELINE, WA 98177	CONSULTANT/CONTRACTOR	INDIVIDUAL	GENERAL SUPPORT	6,000.
UNIVERSITY OF WISCONSIN-MADISON 154 RED GYM, 716 LANGDON ST. MADISON, WI 53706	N/A	PC	GENERAL SUPPORT	50,000.
BETH-EL CONGREGATION 4900 BRIARHAVEN ROAD FORT WORTH, TX 76109	N/A	PC	GENERAL SUPPORT	25,000.
NEW YORK UNIVERSITY 105 EAST 17TH ST NEW YORK, NY 10003	N/A	PC	GENERAL SUPPORT	14,783.
THE AMERICAN AIR MUSEUM IN BRITAIN 1455 PENNSYLVANIA AVENUE, NW, SUITE 400 WASHINGTON, DC 20004	N/A	PC	GENERAL SUPPORT	10,000.
JOHNS HOPKINS UNIVERSITY 5300 ALPHA COMMONS DRIVE, 4TH FLOOR BALTIMORE, MD 21224	N/A	PC	GENERAL SUPPORT	150,000.
THE UNIVERSITY OF TEXAS AT AUSTIN 116 INNER CAMPUS DR., STOP G6300 AUSTIN, TX 78712	N/A	PC	GENERAL SUPPORT	5,000.
NATIONAL MS SOCIETY 2105 LUNA RD STE 390 CARROLLTON, TX 75006	N/A	PC	GENERAL SUPPORT	3,000.
NORTH-RIVERSIDE ELEMENTARY SCHOOL 7900 NORTH RIVERSIDE DR. FORT WORTH, TX 76137	N/A	PC	GENERAL SUPPORT	3,000.
MCLEAN HOSPITAL 115 MILL STREET BELMONT, MA 02478	N/A	PC	GENERAL SUPPORT	200,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE LEUKEMIA & LYMPHOMA SOCIETY PO BOX 98018 WASHINGTON, DC 20090	N/A	PC	GENERAL SUPPORT	5,000.
UNIVERSITY OF TEXAS AT AUSTIN 116 INNER CAMPUS DR., STOP G6300 AUSTIN, TX 78712	N/A	PC	GENERAL SUPPORT	7,000.
MOUNT SINAI HOSPITAL ONE GUSTAVE LEVY PLACE, BOX 1049 NEW YORK, NY 10029	N/A	PC	GENERAL SUPPORT	100,000.
THE AMERICAN AIR MUSEUM IN BRITAIN 1455 PENNSYLVANIA AVENUE, NW, SUITE 400 WASHINGTON, DC 20004	N/A	PC	GENERAL SUPPORT	10,000.
EDYTHE A. STRAND 1854 NW 195TH ST., #311 SHORELINE, WA 98177	CONSULTANT/CONTRACTOR	INDIVIDUAL	GENERAL SUPPORT	6,000.
TEXAS A&M UNIVERSITY FINANCIAL MANAGEMENT OPERATIONS 6000 TAMU COLLEGE STATION, TX 77843	N/A	PC	GENERAL SUPPORT	1,000.
BAYLOR UNIVERSITY ONE BEAR PLACE #97041 WACO, TX 76798	N/A	PC	GENERAL SUPPORT	12,500.
UNIVERSITY OF PENNSYLVANIA 3535 MARKET ST., ROOM 650 PHILADELPHIA, PA 19104	N/A	PC	GENERAL SUPPORT	150,000.
UNIVERSITY OF PENNSYLVANIA 3535 MARKET ST., ROOM 650 PHILADELPHIA, PA 19104	N/A	PC	GENERAL SUPPORT	250,000.
JOHNS HOPKINS UNIVERSITY 5300 ALPHA COMMONS DRIVE, 4TH FLOOR BALTIMORE, MD 21224	N/A	PC	GENERAL SUPPORT	125,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW YORK UNIVERSITY 105 EAST 17TH ST NEW YORK, NY 10003	N/A	PC	GENERAL SUPPORT	12,000.
THE LAST WELL 2255 RIDGE ROAD, SUITE 206A ROCKWALL, TX 75087	N/A	PC	GENERAL SUPPORT	3,000.
UNION GOSPEL MISSION OF TARRANT COUNTY 1321 E LANCASTER AVE FORT WORTH, TX 76102	N/A	PC	GENERAL SUPPORT	1,000.
UNION GOSPEL MISSION OF TARRANT COUNTY 1321 E LANCASTER AVE FORT WORTH, TX 76102	N/A	PC	GENERAL SUPPORT	1,900.
GILL CHILDREN'S SERVICES, INC. 555 HEMPHILL ST STE 200 FORT WORTH, TX 76104	N/A	PC	GENERAL SUPPORT	6,900.
SAFEHAVEN OF TARRANT COUNTY 1100 HEMPHILL STREET, SUITE 303 FORT WORTH, TX 76104	N/A	PC	GENERAL SUPPORT	2,500.
THE WARM PLACE 809 LIPSCOMB FORT WORTH, TX 76104	N/A	PC	GENERAL SUPPORT	2,500.
UNIVERSITY OF TEXAS AT AUSTIN 116 INNER CAMPUS DR., STOP G6300 AUSTIN, TX 78712	N/A	PC	GENERAL SUPPORT	125,000.
HARRIS METHODIST FOUNDATION 612 EAST LAMAR BLVD, STE. 300 ARLINGTON, TX 76011	N/A	PC	GENERAL SUPPORT	15,000.
WAYFINDER FAMILY SERVICES 5300 ANGELES VISTA BLVD LOS ANGELES, CA 90043	N/A	PC	GENERAL SUPPORT	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE SALVATION ARMY 615 SLATERS LANE ALEXANDRIA, VA 22314	N/A	PC	GENERAL SUPPORT	1,000.
VANDERBILT UNIVERSITY 221 KIRKLAND HALL, 2201 WEST END AVENUE NASHVILLE, TN 37240	N/A	PC	GENERAL SUPPORT	22,500.
TEXAS A&M UNIVERSITY FINANCIAL MANAGEMENT OPERATIONS 6000 TAMU COLLEGE STATION, TX 77843	N/A	PC	GENERAL SUPPORT	12,500.
BAYLOR UNIVERSITY ONE BEAR PLACE #97041 WACO, TX 76798	N/A	PC	GENERAL SUPPORT	10,000.
TEXAS GIRLS' CHOIR 4449 CAMP BOWIE BLVD FORT WORTH, TX 76107	N/A	PC	GENERAL SUPPORT	3,500.
M.D. ANDERSON CANCER CENTER 1840 OLD SPANISH TRAIL HOUSTON, TX 77054	N/A	PC	GENERAL SUPPORT	129,000.
LEGACY BOXER RESCUE 424 PLAINVIEW DRIVE HURST, TX 76054	N/A	PC	GENERAL SUPPORT	3,000.
MAGEN DAVID CONGREGATION 17631 HILLCREST ROAD DALLAS, TX 75272	N/A	PC	GENERAL SUPPORT	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 75390	N/A	PC	GENERAL SUPPORT	305,000.
UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 75390	N/A	PC	GENERAL SUPPORT	261,000.
UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 75390	N/A	PC	GENERAL SUPPORT	163,000.
JOHNS HOPKINS UNIVERSITY 5300 ALPHA COMMONS DRIVE, 4TH FLOOR BALTIMORE, MD 21224	N/A	PC	GENERAL SUPPORT	625,000.
MCLEAN HOSPITAL 115 MILL ST BELMONT, MA 02478	N/A	PC	GENERAL SUPPORT	700,000.
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 3535 MARKET ST., ROOM 650 PHILADELPHIA, PA 19104	N/A	PC	GENERAL SUPPORT	500,000.
TEXAS CHRISTIAN UNIVERSITY TEXAS CHRISTIAN UNIVERSITY, BOX 297022 FORT WORTH, TX 76129	N/A	PC	GENERAL SUPPORT	750,000.
TEXAS HEALTH (HARRIS METHODIST) FOUNDATION 612 EAST LAMAR BLVD, STE. 300 ARLINGTON, TX 76011	N/A	PC	GENERAL SUPPORT	750,000.
BAYLOR ALL SAINTS HEALTH FOUNDATION 2001 BRYAN ST STE 2400 DALLAS, TX 75201	N/A	PC	GENERAL SUPPORT	52,918.
ABILENE CHRISTIAN UNIVERSITY ACU BOX 29120 ABILENE, TX 79699	N/A	PC	GENERAL SUPPORT	12,000.
Total from continuation sheets				5,143,918.

Part XV Supplementary Information

3- Grants and Contributions Approved for Future Payment (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
BAYLOR UNIVERSITY ONE BEAR PLACE #97041 WACO, TX 76798	N/A	PC	GENERAL SUPPORT	12,500.
TULANE UNIVERSITY GIFT ACCOUNTING MANAGER, P.O. BOX 61075 NEW ORLEANS, LA 70161	N/A	PC	GENERAL SUPPORT	23,500.
UNIVERSITY OF WISCONSIN-MADISON 154 RED GYM, 716 LANGDON ST. MADISON, WI 53706	N/A	PC	GENERAL SUPPORT	32,000.
NORTHWESTERN UNIVERSITY 1800 SHERIDAN RD EVANSTON, IL 60208	N/A	PC	GENERAL SUPPORT	85,000.
HARVARD UNIVERSITY 1033 MASSACHUSETTS AVENUE, 5TH FLOOR CAMBRIDGE, MA 02138	N/A	PC	GENERAL SUPPORT	16,000.
DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755	N/A	PC	GENERAL SUPPORT	85,000.
RICE UNIVERSITY PO BOX 1892, MS 200 HOUSTON, TX 77005	N/A	PC	GENERAL SUPPORT	110,000.
STANFORD UNIVERSITY 559 NATHAN ABBOTT WAY, CROWN QUADRANGLE, 3RD FLOOR STANFORD, CA 94305	N/A	PC	GENERAL SUPPORT	110,000.
TEXAS CHRISTIAN UNIVERSITY TEXAS CHRISTIAN UNIVERSITY, BOX 297022 FORT WORTH, TX 76129	N/A	PC	GENERAL SUPPORT	85,000.
UNIVERSITY OF CALIFORNIA, IRVINE 674 ALDRICH HALL IRVINE, CA 92697	N/A	PC	GENERAL SUPPORT	85,000.
Total from continuation sheets				

Part XV Supplementary Information**3. Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNIVERSITY OF PENNSYLVANIA 130 MCNEIL BUILDING, 3718 LOCUST WALK PHILADELPHIA, PA 19104-6209	N/A	PC	GENERAL SUPPORT	36,000.
UNIVERSITY OF TEXAS AT AUSTIN 116 INNER CAMPUS DR., STOP G6300 AUSTIN, TX 78712	N/A	PC	GENERAL SUPPORT	110,000.
UNIVERSITY OF TEXAS AT AUSTIN 116 INNER CAMPUS DR., STOP G6300 AUSTIN, TX 78712	N/A	PC	GENERAL SUPPORT	35,000.
UNIVERSITY OF WASHINGTON 4300 ROOSEVELT WAY NE, SUITE 300, BOX 354966 SEATTLE, WA 98195	N/A	PC	GENERAL SUPPORT	85,000.
WASHINGTON UNIVERSITY IN ST. LOUIS CAMPUS BOX 1060, ONE BROOKINGS DRIVE ST. LOUIS, MO 63130	N/A	PC	GENERAL SUPPORT	85,000.
FORT WORTH ACADEMY 7301 DUTCH BRANCH RD FORT WORTH, TX 76132	N/A	PC	GENERAL SUPPORT	20,000.
FORT WORTH COUNTRY DAY 4200 COUNTRY DAY LANE FORT WORTH, TX 76109	N/A	PC	GENERAL SUPPORT	10,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN	3,165.	3,165.	
TEXAS CAPITAL BANK	2.	2.	
TREASURY BILLS	63,704.	63,704.	
TOTAL TO PART I, LINE 3	66,871.	66,871.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
JPM - SALT	1,242.	0.	1,242.	1,242.	
TO PART I, LINE 4	1,242.	0.	1,242.	1,242.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT IN UNDERWATER AVIATION, LP	454,917.	454,917.	
SUBPART F INCOME FROM R4	0.	6,002,048.	
TOTAL TO FORM 990-PF, PART I, LINE 11	454,917.	6,456,965.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REED SMITH LLP - FOUNDATION LEGAL ADVICE	10,203.	0.		0.
THOMPSON & KNIGHT - TAX ADVICE	5,276.	0.		0.
RICHARD LAW GROUP, INC. - TRADEMARK MATTERS	7,699.	0.		0.
HALPERN & ASSOCIATES - RESEARCH GRANTS	1,500.	0.		0.
QUINN EMANUEL URGUHART & SULLIVAN LLP - TRADEMARK MATTERS	27,310.	0.		0.
RENEGADE SWITCH LLC - LEGAL EXPENSES	11,643.	0.		0.
GIBSON, DUNN & CRUTCHER - RESEARCH GRANTS	7,500.	0.		0.
TO FM 990-PF, PG 1, LN 16A	71,131.	0.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,695.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	6,695.	0.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	67,772.	0.		67,772.
OTHER PROFESSIONAL FEES	41.	0.		0.
BANK SERVICE FEES	55,511.	0.		0.
BROKERAGE FEES	73,088.	73,088.		0.
TO FORM 990-PF, PG 1, LN 16C	196,412.	73,088.		67,772.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT INCOME EXCISE TAX	142,500.	0.		0.
REFUND OF PROPERTY TAX FOR WEST SIDE REC CENTER	-13,696.	0.		0.
TO FORM 990-PF, PG 1, LN 18	128,804.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GENERAL & ADMINISTRATIVE	64,300.	0.		0.
POSTAGE	8,272.	0.		0.
MARKETING/ADVERTISING	22,287.	0.		22,287.
MEALS	8,147.	0.		0.
SEC FEES	129.	129.		0.
RECRUITING	4,616.	0.		0.
TO FORM 990-PF, PG 1, LN 23	107,751.	129.		22,287.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 9
DESCRIPTION		AMOUNT
PRIOR PERIOD ADJUSTMENTS		93,201.
UNREALIZED GAIN/LOSS		15,244,913.
TOTAL TO FORM 990-PF, PART III, LINE 5		15,338,114.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN HSBC- CITADEL	COST	6,885,315.	6,885,315.
INVESTMENT IN UNDERWATER	COST	943,607.	943,607.
INVESTMENT IN HSB - MILLENIUM	COST	8,859,684.	8,859,684.
INVESTMENT IN HSBC - RENAISSANCE	COST	9,622,717.	9,622,717.
INVESTMENT IN R4	COST	137,400,091.	137,400,091.
JPM BROKERAGE ACCOUNT - GNK	COST	5,558,871.	5,558,871.
INVESTMENT IN HSBC - ATLAS	COST	2,828,610.	2,828,610.
INVESTMENT IN HSBC - STARBOARD FUND	COST	3,025,092.	3,025,092.
INVESTMENT IN HSBC -THIRD POINT OFFSHORE	COST	7,563,494.	7,563,494.
INVESTMENT IN HSBC - WINTON FUND	COST	2,970,117.	2,970,117.
TOTAL TO FORM 990-PF, PART II, LINE 13		185,657,598.	185,657,598.

FORM 990-PF

TRANSFERS TO CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 11

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

NICU HELPING HANDS FOUNDATION

27-3238395

ADDRESS301 COMMERCE STREET, SUITE 3200
FORT WORTH, TX 76102DESCRIPTION OF TRANSFER

GRANT

AMOUNT
OF TRANSFER

1,198.

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

UNDERWATER AVIATION, L.P.

75-2882863

ADDRESS301 COMMERCE STREET, SUITE 3200
FORT WORTH, TX 76102DESCRIPTION OF TRANSFER

N/A

AMOUNT
OF TRANSFER

0.

ONCE UPON A TIME FOUNDATION

75-2765224

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

R4 LTD

FOREIGN

ADDRESS

190 ELGIN AVENUE
GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS KY1-9005

DESCRIPTION OF TRANSFER

N/A

AMOUNT
OF TRANSFER

0.

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES

1,198.

FORM 990-PF

TRANSFERS FROM CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 12

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

NICU HELPING HANDS FOUNDATION

27-3238395

ADDRESS

301 COMMERCE STREET, SUITE 3200
FORT WORTH, TX 76102

DESCRIPTION OF TRANSFER

N/A

AMOUNT
OF TRANSFER

0.

ONCE UPON A TIME FOUNDATION

75-2765224

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

UNDERWATER AVIATION, L.P.

75-2882863

ADDRESS

301 COMMERCE STREET, SUITE 3200
FORT WORTH, TX 76102

DESCRIPTION OF TRANSFER

N/A

AMOUNT
OF TRANSFER

0.

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

R4 LTD

FOREIGN

ADDRESS

190 ELGIN AVENUE
GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS KY1-9005

DESCRIPTION OF TRANSFER

N/A

AMOUNT
OF TRANSFER

0.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEOFFREY P. RAYNOR 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
ADAM DAVIDSON 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
TOM ROGERS, JR., M.D. 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	DIRECTOR 1.00	39,720.	0.	0.
WILLIAM CUNNINGHAM 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
NOEL NESSER 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	SECRETARY 1.00	0.	0.	0.
PAT DUNNE 301 COMMERCE STREET, SUITE 3200 FORT WORTH, TX 76102	PRESIDENT AND TREASURER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		39,720.	0.	0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 14

GRANTEE'S NAME

NICU HELPING HANDS FOUNDATION

GRANTEE'S ADDRESS301 COMMERCE STREET, SUITE 3200
FORT WORTH, TX 76102

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
1,198.	06/27/18	1,198.	06/28/18

PURPOSE OF GRANT

GENERAL SUPPORT

DATES OF REPORTS BY GRANTEE

06/28/18

RESULTS OF VERIFICATION

ONCE UPON A TIME FOUNDATION HAS EXERCISED EXPENDITURE RESPONSIBILITY WITH RESPECT TO ALL CONTRIBUTIONS MADE TO THE PRIVATE OPERATING FOUNDATION NICU HELPING HANDS FOUNDATION BASED ON WRITTEN REPORTS FROM NICU HELPING HANDS. THIS PARTICULAR GRANT WAS MADE AT THE DIRECTION OF THE TRINITY VALLEY SCHOOL PHILANTHROPY LAB CLASS. ONCE UPON A TIME FOUNDATION ALLOCATED \$8,500 TO THE CLASS, AND THE CLASS CHOSE TO SPLIT THE FUNDING BETWEEN EIGHT ORGANIZATIONS, ONE OF WHICH WAS NICU HELPING HANDS FOUNDATION.

990-PF

AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS
PART XVII, LINE 2, COLUMN (C)

STATEMENT 15

NAME OF AFFILIATED OR RELATED ORGANIZATION

SEPSTART, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON OFFICERS

NAME OF AFFILIATED OR RELATED ORGANIZATION

WEST SIDE REC CENTER

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

OWNED 100% BY OUAT; COMMON BOARD MEMBERS

NAME OF AFFILIATED OR RELATED ORGANIZATION

Q FED PAC

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON DIRECTORS

NAME OF AFFILIATED OR RELATED ORGANIZATION

Q PAC

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON DIRECTORS

ONCE UPON A TIME FOUNDATION

75-2765224

STATEMENT(S) 15